

6814-S

RECORDATION NO. _____ Filed & Recorded

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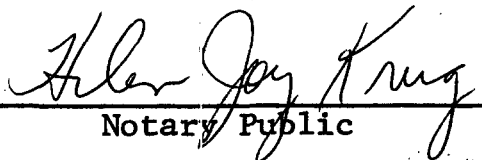
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

C E R T I F I C A T E

The undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 24th day of September, 1974, from The First National Bank of Chicago to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 24th day of September, 1974.



Notary Public

My Commission Expires July 10, 1976

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee under Equipment Trust Agreement
dated as of September 15, 1972 (Series C)

to

UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that for valuable consideration, the receipt whereof is hereby acknowledged, The First National Bank of Chicago (herein the "Bank"), as Trustee under that certain Equipment Trust Agreement (herein the "Agreement") dated as of September 15, 1972 (Series C), as amended, between the Bank, as Trustee, and Union Tank Car Company, a Delaware corporation (herein the "Company"), has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company two hundred (200) railroad cars heretofore conveyed by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which railroad cars are each identified with the initials BCIT and more fully described in Schedule A attached hereto and made a part hereof, hereby warranting that such railroad cars are free and clear from all liens and encumbrances of the Bank.

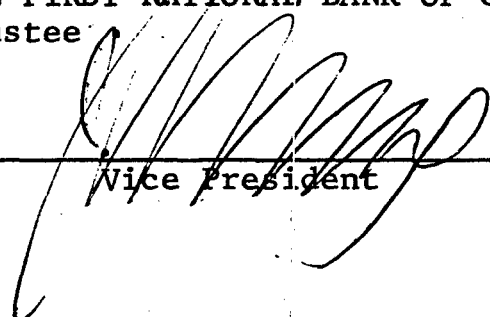
TO HAVE AND TO HOLD the said cars unto the Company and its successors and assigns forever.

The Bank hereby confirms that the railroad cars covered by this Bill of Sale (described in Schedule A hereto) constitute a portion of the railroad cars heretofore assigned by the Company to the Bank pursuant to a bill of sale dated August 29, 1974.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by its proper corporate officers thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of the 24th day of September, 1974.

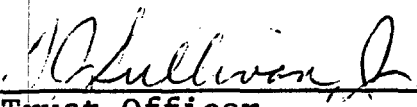
THE FIRST NATIONAL BANK OF CHICAGO,
Trustee

By


Vice President

(CORPORATE SEAL)

ATTEST:


Trust Officer

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

On this 25th day of September, 1974, before me a Notary Public in and for said County appeared J. R. Grimes and Timothy J. Sullivan, Jr. to me personally know, who being by me duly sworn did say that they are respectively a Vice President and a Trust Officer of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of the Board of Directors and said J. R. Grimes and Timothy J. Sullivan, Jr. acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Helen Jay King
Notary Public

My commission expires:

July 10, 1976

SCHEDULE A

<u>Number of Units</u>	<u>Description</u>	<u>Road Numbers* From-Through (Inclusive)</u>
200	70 ton bulkhead flat cars.....	817450-817649

*All of the above Trust Equipment is lettered BCIT.